

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

STEPHEN GRAY, individually and on behalf of all others similarly situated,	Plaintiff,	No. 07 Civ. 9790 (SHS)
	v.	ECF Case
CITIGROUP INC., <i>et al.</i> ,		
	Defendants.	
SHAUN ROSE, individually and on behalf of all others similarly situated,	Plaintiff,	No. 07 Civ. 10294 (SHS)
	v.	ECF Case
CITIGROUP INC., <i>et al.</i> ,		
	Defendants.	
MEREDITH TRANBERG, individually and on behalf of all others similarly situated,	Plaintiff,	No. 07 Civ. 10341 (SHS)
	v.	ECF Case
CITIGROUP INC., <i>et al.</i> ,		
	Defendants.	
ANTON K. RAPPOLD, individually and on behalf of all others similarly situated,	Plaintiff,	No. 07 Civ. 10396 (SHS)
	v.	ECF Case
CITIGROUP INC., <i>et al.</i> ,		
	Defendants.	
SAMIER TADROS, on behalf of all others similarly situated,	Plaintiff,	No. 07 Civ. 10442 (SHS)
	v.	ECF Case
CITIGROUP INC., <i>et al.</i> ,		
	Defendants.	

STEPHAN FIORINO, individually and on behalf of all others similarly situated,	Plaintiff,	No. 07 Civ. 10458 (SHS)
	v.	ECF Case
CITIGROUP INC., <i>et al.</i> ,		
	Defendants.	
JAMES BOLLA, individually and on behalf of all others similarly situated,	Plaintiff,	No. 07 Civ. 10461 (SHS)
	v.	ECF Case
CITIGROUP INC., <i>et al.</i> ,		
	Defendants.	
MARK GEROULO, individually, on behalf of the CITIGROUP 401(k) Plan, the CITIBUILDER 401(k) PLAN FOR PUERTO RICO, and all others similarly situated,	Plaintiff,	No. 07 Civ. 10472 (SHS)
	v.	ECF Case
CITIGROUP, INC., <i>et al.</i> ,		
	Defendants.	
ALAN STEVENS, on behalf of himself and all others similarly situated,	Plaintiff,	No. 07 Civ. 11156 (SHS)
	v.	ECF Case
CITIGROUP INC., <i>et al.</i> ,		
	Defendants.	
STEVEN GOLDSTEIN, on behalf of himself and a class of persons similarly situated,	Plaintiff,	No. 07 Civ. 11158 (SHS)
	v.	ECF Case
CITIGROUP INC., <i>et al.</i> ,		
	Defendants.	

CHRIS SOUTHARD, on behalf of all others similarly situated,	No. 07 Civ. 11164 (SHS)
Plaintiff,	ECF Case
v.	
CITIGROUP INC., <i>et al.</i> ,	
Defendants.	
WILLIAM and PATRICIA WOODWARD, Individually and On Behalf of All Others Similarly Situated,	No. 07 Civ. 11207 (SHS)
Plaintiffs,	ECF Case
v.	
CITIGROUP INC., <i>et al.</i> ,	
Defendants.	
FRANCIA BRICK, individually and on behalf of all others similarly situated,	No. 07 Civ. 11369
Plaintiff,	ECF Case
v.	
CITIGROUP INC., <i>et al.</i> ,	
Defendants.	

**DEFENDANTS' RESPONSE TO PLAINTIFFS SHAUN ROSE AND MARK  
GEROULO'S SUPERSEDING MOTION FOR CONSOLIDATION**

Thirteen purported ERISA class actions arising out of the same alleged operative facts concerning Citigroup's mortgage securitization business are currently pending in the Southern District of New York.<sup>1</sup> As the Court is aware, two motions for consolidation (by plaintiffs *Gray*, *Tadros* and *Bolla* and by plaintiff *Goldstein*) were previously filed. Defendants responded to those motions on December 13, 2007 (the

---

<sup>1</sup> Since the Court's December 19, 2007 Order, one additional ERISA action was filed: *Brick v. Citigroup Inc., et al.*, No. 07 Civ. 11369. Consistent with the December 19 Order, the caption above reflects that all the cases (except *Brick*) are now pending before Judge Stein, even though the dockets in several of these cases do not yet reflect assignment to Judge Stein.

“December 13 Response”). Since that response, plaintiffs *Rose* and *Geroulo* filed a motion for consolidation and then a superseding motion for consolidation. Pursuant to the Court’s December 19, 2007 Order, Defendants respectfully submit this response to that motion.

Defendants incorporate all arguments made in the December 13 Response.<sup>2</sup> In particular, Defendants agree that all of the currently pending ERISA actions and any subsequently filed ERISA actions should be consolidated before Judge Stein. Defendants continue to take no position on the various requests for appointment of interim lead plaintiffs and interim lead counsel.

---

<sup>2</sup> As discussed in the December 13 Response, defendants continue to reserve any and all defenses, objections or arguments, including, but not limited to, lack of personal jurisdiction, improper venue, lack or insufficiency of process, or lack or insufficiency of service of process.

Dated: January 4, 2008  
New York, New York

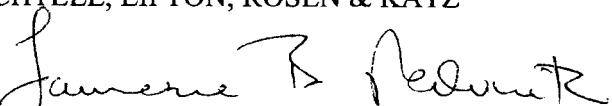
PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP

By: 

Brad S. Karp (bkarp@paulweiss.com)  
Lewis R. Clayton (lclayton@paulweiss.com)

1285 Avenue of the Americas  
New York, New York 10019-6064  
Tel. (212) 373-3000  
Fax (212) 757-3980

WACHTELL, LIPTON, ROSEN & KATZ

By: 

Lawrence B. Pedowitz (lpedowitz@wlrk.com)  
George T. Conway (gtconway@wlrk.com)  
Jonathan M. Moses (jmmoses@wlrk.com)  
John F. Lynch (jflynch@wlrk.com)

51 West 52nd Street  
New York, New York 10019-6150  
Tel. (212) 403-1000  
Fax (212) 403-2000

*Attorneys for Defendants*

AFFIDAVIT OF SERVICE BY FIRST CLASS MAIL

STATE OF NEW YORK      )  
                            )  
COUNTY OF NEW YORK    )      ss.:  
                            )

Austin K. Wilkinson, being duly sworn, deposes and says:

1. I am not a party to this action, am over 18 years of age and am employed by Paul,

Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York,  
New York 10019.

2. On January 4, 2008, I served true copies of the attached

DEFENDANTS' RESPONSE TO PLAINTIFFS SHAUN ROSE AND MARK  
GEROULO'S SUPERSEDING MOTION FOR CONSOLIDATION on the following:

Justin Michael Tarshis, Esq.  
Zwerling, Schachter & Zwerling  
41 Madison Avenue  
New York, NY 10010  
Attorney for Anton K. Rappold

Jeffrey H. Squire, Esq.  
Bragar Wexler & Eagel, P.C.  
885 Third Avenue  
Suite 3040  
New York, NY 10022  
Attorney for Meridith Tranberg

Thomas James McKenna, Esq.  
Gainey & McKenna, LLP  
295 Madison Avenue  
4th Flr.  
New York, NY 10017  
Attorney for Chris Southard

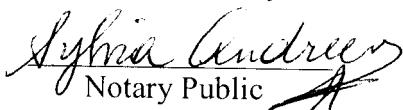
Lori Gwen Feldman, Esq.  
Arvind Khurana  
Milberg Weiss Bershad & Schulman LLP  
One Pennsylvania Plaza  
New York, NY 10119  
Attorney for Alan Stavens

3. I made such service by personally enclosing true copies of the aforementioned document in a properly addressed prepaid wrapper and depositing it into an official depository under the exclusive custody and care of the United States Postal Service in the State of New York.



Austin K. Wilkinson

Sworn to before me this  
4<sup>th</sup> day of January, 2008



Sylvia Andreev  
Notary Public

SYLVIA ANDREEV  
Notary Public, State of New York  
No. 01AN6119735  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires Dec. 6, 2008